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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: November 28, 2016

To be approved January 3, 2017

The regular meeting of the Board Operations Committee was held on Monday, November 28, 2016 at Columbia Association headquarters. Present were BOC members Andrew Stack, Richard Boulton, Milton W. Matthews, Alan Klein, and Reginald Avery. Also present were Board Member Chao Wu, Vice President and CFO Susan Krabbe, General Counsel Sheri Fanaroff, and Chief Staff Liaison Janet Loughran.

1. Call to Order

The meeting was called to order at 7:33 p.m. by the chairman, Andrew Stack.

2. Announcement of Closed/Special Meetings Held/To Be Held: None

3. Approval of Agenda

Mr. Avery moved and Mr. Boulton seconded to approve the agenda. Before the vote on the motion, Mr. Klein made a motion to amend the agenda to have a ten-minute discussion on governance topics. Discussion ensued as to whether the issue of governance topics should be discussed at the Board Operations Committee or whether it should be discussed at a Board work session. Mr. Avery seconded Mr. Klein's motion and the question was called.

Action: The Board Operations Committee voted 3-2-0 to amend the agenda to include a ten-minute discussion on governance issues.

For: Messrs. Klein, Boulton, and Avery

Against: Messrs. Matthews, and Stack

Abstain: None

The discussion was added as the new item 8 on the agenda.

Action: Mr. Stack called for a vote to approve the amended agenda. The vote to approve was unanimous.

4. Resident Speakout: No residents were present.

5. Approval of Minutes - October 31, 2016

Mr. Boulton moved to approve the minutes of the October 31, 2016 meeting. Mr. Matthews seconded.

Action: The vote to approve the minutes was 3-0-2.

For: Messrs. Boulton, Stack and Matthews.

Against: None

Abstain: Messrs. Klein and Avery

6. Administrative Items – None

7. Finalize Proposed Agendas for Upcoming Board of Directors Work Session and Meeting

(a) Review Draft Agenda-December 8, 2016 Board Work Session

The BOC discussed the draft agenda for the December 8, 2016 BOD Work Session.

Mr. Stack called the BOC's attention to item 5(d), a discussion of a letter of support for the Bikeway proposed by the Horizon Foundation.

49 **Action:** Mr. Boulton moved to approve the draft agenda for the December 8, 2016
50 Board of Directors Work Session. Mr. Avery seconded the motion. The BOC approved
51 the draft agenda unanimously.

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53 **(b) Review Draft Agenda-December 8, 2016 Board Meeting**
54 The BOC reviewed the draft agenda for the December 8, 2016 Board Meeting.
55 Discussion of the letter to the State Delegation re: sound at Merriweather Post Pavilion
56 was moved to Item 7(b)1 and the time allocation was increased to 20 minutes.
57 **Action:** Mr. Boulton moved to approve the amended agenda for the December 8, 2016
58 BOD meeting. Mr. Avery seconded the motion. The BOC approved the motion
59 unanimously.

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61 **8. Added Item: Discussion on Governance topics**
62 Mr. Klein expressed concern that some activities handled by committees under the
63 former governance structure were not being addressed under the new governance
64 structure. These included a mechanism for approving BOC meeting minutes with
65 rotating membership on the Board Operations Committee; designating point person(s)
66 for community outreach; monitoring stakeholders dinners; coordinating BOD member
67 visits to advisory committees; and providing a mechanism for Board members to speak
68 on topics important to them. Mr. Stack said a review of the current governance
69 structure will be a topic for the BOC meeting in February 2017 and will also be discussed
70 at the March 2017 BOD work session. Board members who have comments and/or
71 concerns about the current governance structure are asked to send them to Messrs.
72 Stack and Boulton.

73
74 **9. Review BOC Tracking Form:** The BOC reviewed the tracking form.

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76 **10. Review Log of Items for Upcoming BOD Work Sessions and Meetings:** No changes were made.

77
78 **11. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.

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80 **12. Adjournment:** The meeting adjourned at 8:32 p.m.

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82
83 Respectfully Submitted,

84
85 Fenise Dunson,
86 Recording Secretary